

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
COOKEVILLE DIVISION**

DOUG LITTLEFIELD, ROBERT MOLLEUR,)	
And RODNEY BARRUP,)	
Plaintiffs,)	
v.)	Case No. 2: 06-0061
CARL BENSON TILLEY, KATHERINE)	
TILLEY, TILLEY FOUNDATION INC.)	JURY DEMAND (12)
(a Tennessee corporation), and CT TECHNOLOGY,)	
INC. (a Nevada corporation),)	
Defendants.)	
_____)	

**DEFENDANTS TILLEY AND TILLEY FOUNDATION, INC.'S
MOTION TO DISMISS PLAINTIFFS' COMPLAINT**

COME DEFENDANTS CARL TILLEY, KATHERINE TILLEY AND THE TILLEY FOUNDATION, INC., (hereinafter referred to as "the Defendants"), by and through counsel, who would move to dismiss the Plaintiffs' Verified Complaint pursuant to Fed.R.Civ.P. 12(b)(6) for failure to state a claim as a matter of law and pursuant to Fed.R.Civ.P. 12(b)(7) and (b)(1) for failure to join an indispensable party (the other shareholders as parties plaintiff) and accordingly lack of subject matter jurisdiction due to a failure of complete diversity, many shareholders being from Tennessee.

As detailed in the attached Memorandum of Law and Argument, the Plaintiffs' claim for RICO violations are barred by 18 U.S.C. § 1964(c). Likewise, Plaintiffs' claim for violations of the Tennessee Consumer Protection Act are barred as a matter of law. Hardy v. First Amer. Nat. Bank, 774 F. Supp. 1078, 1084 (M.D. Tenn. 1991). Also, the Plaintiffs' claims for alleged breach of corporate fiduciary duties are barred by the statute of limitations and repose contained in T.C.A. § 48-18-601.

PREMISES CONSIDERED, Movants pray that the Court dismiss the Plaintiffs' Verified Complaint, enter judgment in favor of the Defendants, and grant Movants such other and further relief as the Court may deem just.

This the 30th day of July, 2006.

Respectfully submitted,

/s/ Henry D. Fincher
Henry D. Fincher (No. 16682)
305 East Spring Street
Cookeville TN 38501
(931) 528-4000

Attorney for the Defendants Carl Benson Tilley,
Katherine Tilley and the Tilley Foundation, Inc.

CERTIFICATE OF SERVICE

I certify that I have caused a true and correct copy of the foregoing to be served upon counsel for the Plaintiffs, Hon. G. Kline Preston IV, KLINE PRESTON GROUP, P.C., 4525 Harding Road, Ste. 200, Nashville TN 37205, by filing with the Middle District of Tennessee's CM/ECF filing system, this the 30th day of July, 2006.

/s/ Henry D. Fincher.
Henry D. Fincher